

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
MARSHALL DIVISION**

**PATTY BEALL, MATTHEW  
MAXWELL, TALINA MCELHANY AND  
KELLY HAMPTON, individually  
and on behalf of all other similarly situated;**

**Plaintiffs,**

**TYLER TECHNOLOGIES, INC. AND  
EDP ENTERPRISES, INC.  
Defendants.**

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2:08-cv-422 TJW

## DECLARATION OF TERRI FALLON

I declare, under penalty of perjury and pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. My name is Terri Fallon. I am over 21 years of age and have personal knowledge of the facts set forth in this declaration.

2. I am employed with Tyler Technologies, Inc. ("Tyler"). Specifically, I am employed as the Director of Client Relations of the division of Tyler known as VersaTrans Solutions located in Albany, NY. In my capacity as Director of Client Relations, I have knowledge of the job responsibilities and functions of the employees who work at the VersaTrans division.

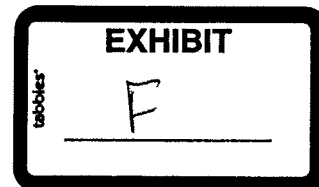
3. VersaTrans was previously operated as a stand-alone company until it was acquired by Tyler in February 2008. VersaTrans provides software that routes school buses for school systems. There are approximately 80 people employed at the VersaTrans division.

4. I have responsibility for the following four operational departments: Map Production, Training, Project Management and Technical Support. Since its acquisition by Tyler

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in February 2008, there have been no changes to the jobs or organizational structure of VersaTrans.

5. The Customer Support Department utilizes the following job titles: Technical Support Analyst, Technical Support Specialist, SIF Support Analyst and Technical Support Manager. Technical Support Specialists answer customers' calls and resolve any technical problems, widely ranging from basic customer questions to complex technical issues, escalating a problem when necessary. Technical Support Analysts also answer customers' calls and help resolve technical problems, but they also attempt to resolve issues escalated by Technical Support Specialists. In addition to performing the Technical Support Specialists' duties, the SIF Support Analysts have specialized knowledge regarding one of VersaTrans's software packages, VersaTrans SIF Agent, and assists customers in resolving any difficulties with that product. The Technical Support Manager supervises the department and takes customers' calls. Larger clients are often assigned to one customer support personnel within VersaTrans.

6. Implementation duties within the VersaTrans division are handled by the Map Production Department. Within the Map Production Department, hourly, non-exempt employees work on digital mapping and digital map production. The department customizes maps for each district and the maps work with the VersaTrans software to make routing decisions. VersaTrans does not offer hardware support to its customers, nor does it install the software.

7. The Training Department consists of Training Specialists and Senior Training Specialists who provide on-line and on-site training for customers; download student data; and deliver data to the client at the time of training. Each training is customized by the Training Specialists and Senior Training Specialists based on district rules using the district's map data. Additionally, the training department designs and offers some non-customized training packages

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on various topics including Routing, Preparing Students For Next Year, VersaTrans TripTracker and VersaTrans FleetVision. Senior Training Specialists have the added responsibilities of handling high profile clients and training new VersaTrans employees. The Training Specialists work with multiple clients at the same time. Most spend 9-12 days per month administering either on-site training or on-line training for customers. The remainder of the month they prepare for upcoming trainings, call to check on existing customers, call customers to schedule training and update the non-customized training packages. Also within the department is a Training Coordinator. That employee does not travel. She provides on-line skill-building and transition training for customers. Finally, there is a Training Director within the department. That employee does not administer trainings, rather she manages the department and takes customer training orders. The Training Department is busiest in the summer months when school is out of session, but the employees have the same roles in the off-season. All employees within the Training Department, except the Director, are eligible for quarterly utilization bonuses in addition to their salaries.

8. VersaTrans employs one Project Manager. That employee goes on-site to meet with large customers. He coordinates the map production, training and customer support for those customers. He travels 6-8 days per month. He is tasked with managing the profitability of a customer engagement and is eligible for incentive compensation based on the profitability of a job. The Project Manager manages profitability by managing his man-hours and staff engagement man-hours by efficiently gathering and implementing the customer's data and by minimizing the need for on-site meetings.

9. The Product Development Department handles quality assurance for VersaTrans.

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10. The division's Sales Engineer/Consultant II responds to Request for Proposals and demonstrates VersaTrans's various software offerings to prospective clients.

Executed this 13<sup>th</sup> day of May, 2009 in Latham, New York.

Terril L. Fallon  
Terra Fallon

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